

FEDERATED DEPARTMENT STORES INC /DE/
 Form 4
 March 29, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRODERICK DENNIS J

2. Issuer Name and Ticker or Trading Symbol
FEDERATED DEPARTMENT STORES INC /DE/ [FD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, Secretary & Gen. Counsel

C/O FEDERATED DEPARTMENT STORES, INC., 7 WEST SEVENTH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

CINCINNATI, OH 45202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	03/27/2007		M	11,200	A	\$ 21.425	14,124	D
Common Stock	03/27/2007		M	24,000	A	\$ 21.5	38,124	D
Common Stock	03/27/2007		S	10,000	D	\$ 46.23	28,124	D
Common Stock	03/27/2007		S	4,400	D	\$ 46.24	23,724	D
	03/27/2007		S	11,400	D	\$ 46.25	12,324	D

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Common Stock									
Common Stock	03/27/2007		S	4,200	D	\$ 46.26	8,124		D
Common Stock	03/27/2007		S	1,400	D	\$ 46.29	6,724		D
Common Stock	03/27/2007		S	2,600	D	\$ 46.3	4,124		D
Common Stock	03/27/2007		S	1,200	D	\$ 46.33	2,924		D
Common Stock							1,267 ⁽¹⁾	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock	\$ 21.425 ⁽²⁾	03/27/2007		M	11,200 ⁽²⁾	⁽³⁾ 03/23/2011	Common Stock	11,200 ⁽²⁾	
Options to Purchase Common Stock	\$ 21.5 ⁽⁴⁾	03/27/2007		M	24,000 ⁽⁴⁾	06/01/2005 06/08/2011	Common Stock	24,000 ⁽⁴⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRODERICK DENNIS J C/O FEDERATED DEPARTMENT STORES, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			SVP, Secretary & Gen. Counsel	

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Dennis J. Broderick pursuant to a Power of Attorney	03/29/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects matching contributions under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of March 28, 2007 by \$45.33, the stock price of such date.
- (2) This option grant was perviously reported as covering a total of 14,000 shares at an exercise price of \$42.85, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (3) Options became exercisable as follows: 2,800 on March 23, 2002, 2,800 on March 23, 2003, 2,800 on March 23, 2004 and 2,800 on March 23, 2005.
- (4) This option grant was perviously reported as covering a total of 60,000 shares at an exercise price of \$43.00, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.